

DANIEL S. WEISS (State Bar No. 91930)  
LAW OFFICES OF DANIEL S. WEISS  
2277 Fair Oaks Blvd., Suite 495  
Sacramento, California 95825  
Telephone: (916) 569-1610  
FAX No.: (916) 569-1612  
e-mail: dweiss@danielweisslaw.com

Attorney for Debtor-in-possession

UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF CALIFORNIA

In re:	)	Case No. 10-22683- C-11
	)	
TRANCAS FUND I, LP,	)	
	)	MCN: DSW-003
	)	
	)	DATE: September 8, 2010
	)	TIME: 10:00 A.M.
Debtor-in-possession.	)	DEPT: C – Courtroom 35

MOTION FOR APPROVAL OF SALE OF REAL PROPERTY,  
APPROVAL OF BROKER'S COMMISSION, AND DISTRIBUTION OF SALE PROCEEDS  
[11 USC §363]

TRANCAS FUND I, LP (“TRANCAS”), Debtor and Debtor-in-possession herein, hereby moves for approval of a sale of a portion of real property of the estate, pursuant to Bankruptcy Code §363, consisting of the 6<sup>th</sup> Floor of the 6-story commercial office building situated at 1001 K Street, under the terms and conditions set forth in the Purchase and Sale Agreement filed herewith as Exhibit “A” and incorporated herein by reference for all purposes. The significant terms may be summarized as follows:

////

1 The proposed sale is within the ordinary course of business of the Debtor-in-possession,  
2 which is a company formed expressly for the purpose of purchasing the building at 1001 K Street,  
3 making improvements to it, and selling floors of the building, or portions thereof as condominium  
4 offices. However, inasmuch as this Motion seeks not only approval of the sale but brokers' fees and  
5 commissions, costs of sale, permit fees, contractor's fees and costs for necessary improvements to  
6 the property in order to make the sale premises suitable for occupancy and U.S. Trustee's fees to be  
7 paid from the proceeds of the sale, Court approval is deemed necessary.  
8

9 The proposed sale is of a condominium unit consisting of the entire sixth floor of the  
10 building, subject to common area use. The sale price is \$1,470,000.00, to be paid as follows: An  
11 initial deposit of \$25,000.00; an additional deposit of \$50,000.00 on or before the sixtieth day after  
12 the effective date (as defined in the agreement); and the balance, subject to adjustment and proration  
13 as provided in the agreement, at closing from the proceeds of a new deed of trust obtained by the  
14 purchaser. The offer to purchase was procured by Ken Turton, of Turton Commercial Real Estate,  
15 and Greg Levi, of Jones Lang LaSalle, both licensed California real estate brokerage firms, and the  
16 agreement calls for the payment of commissions to each of the brokers equal to three percent (3%)  
17 of the purchase price (i.e., total commissions of six percent). The purchaser is California  
18 Independent Petroleum Association, a California corporation, an entity which is not related to the  
19 Debtor in any manner.  
20  
21

22 By this Motion, Debtor is seeking the Court's approval of the sale, the Court's approval of  
23 the commissions to be paid to the brokers and the distribution directly out of the escrow of all  
24 proceeds of the sale as follows: First, to payment of brokers' commissions; second, to payment of  
25 any delinquent and/or pro-rated current year's real property taxes; third, to seller's allocable costs of  
26  
27  
28

1 sale, including but not limited to escrow and title fees, taxes and/or transfer fees and other related  
2 appropriate costs; fourth, the sum of not to exceed \$133,600 (which includes a \$13,500 reserve for  
3 contingencies) to be paid to Bruce Neifert, (a copy of whose proposal is attached hereto and  
4 incorporated herein as Exhibit "A"), as project manager, to pay SMUD permit fees and to engage  
5 licensed contractors to install electrical service required by SMUD in order to make the unfinished  
6 portion of the building suitable for occupancy; fifth, \$6,500 to Debtor-in-possession for payment of  
7 United States Trustee's quarterly fees allocable to this distribution; and sixth, the remaining balance  
8 to Borel Private Bank, the holder of the first deed of trust against the debtor's real property.  
9

10 **RELIEF SOUGHT**

11 WHEREFORE, Debtor-in-possession respectfully urges the Court:

12  
13 To enter an order approving the sale of the property in accordance with the terms and  
14 conditions set forth in the Purchase and Sale Agreement; to approve the payment of commissions  
15 to the broker as provided in the Purchase and Sale Agreement; to approve the distribution of the  
16 sale proceeds in the manner hereinabove specified; and to grant Debtor-in-possession such  
17 further and other relief as the Court deems just and proper  
18

19  
20 Respectfully submitted,

21 LAW OFFICES OF DANIEL S. WEISS  
22 Attorneys for Debtor-in-possession  
23 TRANCAS FUND I, LP

24 Dated: August 18, 2010.  
25 \_\_\_\_\_

26 By: \_\_\_\_\_/s/ Daniel S. Weiss  
27  
28